

RECORDATION NO. 26909-C FILED

NOV 15 '10 -11 55 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
JLLSWORTH C. ALVORD (1964)

November 15, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a General Conveyance and Bill of Sale, dated as of November 15, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26909

The names and addresses of the parties to the enclosed document are:

Security Trustee/  
Foreclosing Lender  
and Seller: Wells Fargo Bank Northwest, N.A.  
299 South Main Street  
Salt Lake City, UT 84111

Buyer. GATX Corporation  
Suite 2200  
Four Embarcadero Center  
San Francisco, CA 94111]

The railroad equipment covered by the enclosed document consists of the following:

1,346 railcars as follows:

75 railcars within the series BNBX 120000 – BNBX 120105 as more particularly set forth in the attachment to the document

240 railcars. GALX 6681 – GALX 6800 and RWSX 6271- RWSX 6390

20 railcars: SWSX 60621 - SWSX 60640

15 railcars: GBRX 65100 – GBRX 65114

100 railcars: STLX 6200 – STLX 6299

148 railcars within the series BNBX 120127 – BNBX 120624, as more particularly set forth in the equipment schedule attached to the document.

131 railcars: BNSF 484000 – BNSF 484132 (excluding 484016 and 484017)

265 railcars: BNSF 484133 – BNSF 484399 (excluding 484171 and 484324)

90 railcars: CORX 1020 - CORX 1109

10 railcars: AOK 65415 - AOK 65424

34 railcars: GBRX 65215 – GBRX 65249 (excluding GBRX 65218)

40 railcars GBRX 65250 - GBRX 65289

10 railcars GBRX 65020 - GBRX 65029

75 railcars GBRX 65340 – GBRX 65414

50 railcars: GBRX 65290 – GBRX 65339

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Section of Administration  
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14 railcars within the series BNBX 120007 - BNBX 120106 as more particularly set forth in the attachment to the document

21 railcars within the series BNBX 120021 - BNBX 120109 as more particularly set forth in the attachment to the document

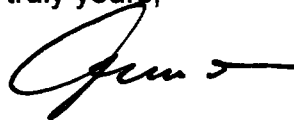
A short summary of the document to appear in the index is:

General Conveyance and Bill of Sale

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**GENERAL CONVEYANCE AND BILL OF SALE****SURFACE TRANSPORTATION BOARD**

GENERAL CONVEYANCE AND BILL OF SALE, dated as of November 15, 2010, by:

**WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, a national banking association, located at 299 South Main Street, 12th Floor, Salt Lake City, Utah 84111, as security trustee (the "**Security Trustee**") under that certain Security Agreement, dated as of April 5, 2007 (as amended, supplemented and modified from time to time, the "**Security Agreement**"), among the Security Trustee, BBRX Four LLC, located at 600 Lexington Avenue, 19th Floor, New York, New York 10022, as borrower (the "**Original Borrower**"), Hypo Public Finance USA, LLC (as successor to Hypo Public Finance, Inc.), as senior lender (in such capacity as senior lender, the "**Original Senior Lender**") and Hypo Public Finance USA, LLC (as successor to Hypo Public Finance, Inc.), as agent for the Original Senior Lender (the "**Original Senior Agent**"), and which Security Trustee is hereby acting as the foreclosing secured party (in such capacity as foreclosing lender, the "**Seller**")

-to-

**GATX CORPORATION**, a New York corporation, located at 222 West Adams Street, Chicago, Illinois 60606, as buyer (the "**Buyer**").

Pursuant to a private foreclosure sale and exercise of remedies (collectively, the "**Foreclosure Sale**") by the Security Trustee under (i) the Security Agreement and (ii) the Uniform Commercial Code in effect in New York (the "**U.C.C.**"), which private foreclosure sale is being effected in accordance with that certain Purchase Agreement, dated as of November 11, 2010 (the "**Purchase Agreement**"), by and among, Buyer, as buyer, and Seller, as seller, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Seller, as the foreclosing lender, hereby GRANTS, BARGAINS, TRANSFERS, ASSIGNS, SETS OVER, CONVEYS AND DELIVERS UNTO the Buyer, on an "as-is, where-is" basis, without any recourse, representation or warranty whatsoever, all of the Original Borrower's right, title and interest, in and to the equipment and leases described in Schedule 1 hereto (the "**Railcar Collateral Assets**"), subject to the terms and conditions of the Purchase Agreement.

Seller hereby warrants to Buyer and its successors and assigns that, on the date hereof, (i) the Original Borrower has defaulted on its obligations secured by the Railcar Collateral Assets, (ii) Seller has exercised its post default remedies with respect to the Railcar Collateral Assets, and has the right, as foreclosing lender in accordance with applicable law, to sell the Railcar Collateral Assets to the Buyer, and (iii) by reason of such sale by Seller to Buyer, Buyer is acquiring the rights of the Original Borrower in and to the Railcar Collateral Assets free and clear of all interests of the Original Senior Lender and all interests subordinated to the interests of the Seller (including those held by the Original Borrower) pursuant to U.C.C. §9-617. This General Conveyance and Bill of Sale constitutes a transfer statement within the meaning of U.C.C. §9-619.

**This General Conveyance and Bill of Sale is governed by the laws of the State of New York without regard to choice of law principles. This General Conveyance and Bill of Sale may be executed and delivered in multiple counterparts, any of which may be transmitted by facsimile or electronic (e-mail) transmission, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.**

**[Signature Page Follows]**

[General Conveyance and Bill of Sale]

**WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION, as Security Trustee, foreclosing lender  
and seller**

By:   
Name: G. Brad Martin  
Title: Asst. Vice President

**ACKNOWLEDGED AND AGREED:**

**GATX CORPORATION, as buyer**


By: \_\_\_\_\_  
Name:  
Title:

**WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION, as Security Trustee, foreclosing lender  
and seller**

By: \_\_\_\_\_  
Name:  
Title:

**ACKNOWLEDGED AND AGREED:**

**GATX CORPORATION, as buyer**

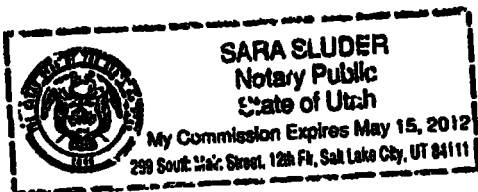
By:   
Name: Cliff Porzenheim  
Title: SVP, Strategic Growth

[General Conveyance and Bill of Sale]

State of Utah )  
 )  
County of Salt Lake )

On this, the 9th day of ~~January~~ <sup>November</sup>, 2010, before me, a Notary Public in and for said County and State, personally appeared G. Brad Martin, who acknowledged himself/herself to be a duly authorized person of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, as security trustee, as foreclosing lender acting for and on behalf of Original Borrower, as lessor, and that, as such duly authorized person, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Sara Sluder  
Notary Public Sara Sluder

My Commission Expires: MAY 15, 2012

Residing in: Utah



**SCHEDULE 1**

## EQUIPMENT, LEASES & STORAGE AGREEMENTS

Lease #	Lessee/Storage	Type	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks
1	Entergy Arkansas, Inc.	Full	75	2006 by FreightCar America, Inc.	4520 CF Aluminum body BethGon II Coal Porter Railcars, 286,000 lbs. GRL, AAR Car Type Code J311	BNBX 120000-120006, inclusive; 120008-120015, inclusive; 120017-120019, inclusive; 120022-120024, inclusive; 120027-120030, inclusive; 120032-120043, inclusive; 120050-120068, inclusive; 120071-120077, inclusive; 120079-120081, inclusive; 120091; 120094-120096, inclusive; 120098-120100, inclusive; 120102; and 120105	None
2	Georgia Power Company	Net	240	2006 by Trinity North American Freight Car, Inc	RDVI® aluminum Open Top Coal Hopper Railcars, 286,000 lbs. GRL; AAR Car Type Code K341	GALX 06681-06800, inclusive; and RWSX 06271-06390, inclusive	None
3	Superior Well Services, Inc. #1	Net	10	2006 by Trinity North American Freight Car, Inc.	3281 CF Covered Hopper Railcars, 286,000 lbs GRL, AAR Car Type Code C112	SWSX 60611-60620, inclusive	None

Lease #	Lessee/Storage	Type	# of Units	Year Built/Manufacturer	Description	Reporting Marks	Casualty Marks
4	Superior Well Services, Inc. #2	Net	20	2006 by Trinity North American Freight Car, Inc.	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	SWSX 60621-60640, inclusive	None
5	Washington Mills Tonawanda, Inc.	Net	15	2006 by Trinity North American Freight Car, Inc.	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	GBRX 65100-65114, inclusive	None
6	Tate & Lyle	Net	100	2006 by Trinity North American Freight Car, Inc.	5161 CF Covered Hoppers with gravity outlet gates and trough hatches, AAR Car Type Code C114	STLX 6200-6299, inclusive	None
7	Kansas City Power & Light Company	Full	148	2006 by FreightCar America, Inc.	4520 CF Aluminum body BethGon II Coal Porter Railcars, 286,000 lbs. GRL, AAR Car Type Code J311	BNBX 120127, 120133, 120134, 120240, 120266, 120269-120278, inclusive; 120284-120286, inclusive; 120293, 120314, 120328-120330, inclusive; and 120500-120624, inclusive	None
8	BNSF Railway Company #1	Full	131	2006 by Gunderson-Concarril, S.A. de C V.	5188 CF through-sill Covered Hopper Railcars, 286,000 lbs GRL, AAR Car Type Code C114	BNSF 484000-484132, inclusive	BNSF 484016 and 484017

Lease #	Lessee/Storage	Type	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks
9	BNSF Railway Company #2	Full	265	2006 by Gunderson-Concaril, S.A. de C.V.	5188 CF through-sill Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C114	BNSF 484133-484399, inclusive	BNSF 484171 and 484324
10	Coors Brewing Company	Full	90	2006 by Trinity North American Freight Car, Inc.	5161 CF Covered Hoppers with gravity outlet gates and trough hatches, AAR Car Type Code C114	CORX 1020-1109, inclusive	None
11	Hudson Baylor Corporation	Full	10	2006 by Trinity North American Freight Car, Inc.	3281 CF Cement Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	AOK 65415-65424	None
12	National Cement Company of Alabama, Inc. #1	Full	34	2006 by Trinity North American Freight Car, Inc.	3281 CF Cement Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	GBRX 65215-65217, inclusive; and 65219-65249, inclusive	GBRX 65218
13	National Cement Company of Alabama, Inc. #2	Full	40	2006 by Trinity North American Freight Car, Inc.	3281 CF Cement Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	GBRX 65250-65289, inclusive	None

Lease #	Lessee/Storage	Type	# of Units	Year Built/ Manufacturer	Description	Reporting Marks	Casualty Marks
14	Excalibar Minerals LLC (f/k/a Excalibar Minerals Inc.)	Full	10	2006 by Trinity North American Freight Car, Inc.	3230 CF Pressure Differential Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C612	GBRX 65020-65029, inclusive	None
15	Calfrac Well Services Corp. #1	Full	75	2006 by Trinity North American Freight Car, Inc.	3281 CF Covered Hopper Railcars, 286,000 lbs GRL, AAR Car Type Code C112	GBRX 65340-65414, inclusive	None
16	Calfrac Well Services Corp. #2	Full	50	2006 by Trinity North American Freight Car, Inc	3281 CF Covered Hopper Railcars, 286,000 lbs. GRL, AAR Car Type Code C112	GBRX 65290-65339, inclusive	None
17	Texas Northwestern Railway Company (Storage)	Storage	14	2006 by FreightCar America, Inc.	4520 CF Aluminum body BethGon II Coal Porter Railcars, 286,000 lbs. GRL, AAR Car Type Code J311	BNBX 120007, 120016, 120020, 120026, 120044, 120045, 120047, 120048, 120078, 120088, 120089, 120092, 120093 and 120106	None
18	CM&P Consultants (Storage)	Storage	21	2006 by FreightCar America, Inc.	4520 CF Aluminum body BethGon II Coal Porter Railcars, 286,000 lbs. GRL, AAR Car Type Code J311	BNBX 120021, 120025, 120031, 120046, 120049, 120069, 120070, 120082 - 120087, inclusive, 120090, 120097, 120101, 120103, 120104, 120107 - 120109, inclusive	None

## **LEASE SUMMARIES**

### **Lease No. 1 – Entergy Arkansas, Inc.**

Master Full Service Railcar Lease, dated as of October 21, 2010, between BBRX Four LLC and Entergy Arkansas, Inc.

Schedule No. 1 to Master Full Service Railcar Lease, dated as of October 21, 2010, between BBRX Four LLC and Entergy Arkansas, Inc.

Memorandum of Full Service Railcar Lease, dated as of October 21, 2010, between BBRX Four LLC and Entergy Arkansas, Inc.

### **Lease No. 2 – Georgia Power Company**

Master Net Railcar Lease dated as of July 25, 2006, between Babcock & Brown Rail Funding LLC and Georgia Power Company.

Schedule No. 01 to Master Net Railcar Lease dated as of July 25, 2006, between Babcock & Brown Rail Funding LLC and Georgia Power Company.

Lease Amendment No. 01 dated as of November 14, 2006, between Babcock & Brown Rail Funding LLC and Georgia Power Company.

Lease Amendment No. 2 dated as of February 1, 2010, and effective as of November 1, 2009, between BBRX Four LLC and Georgia Power Company.

### **Lease No. 3 – Superior Well Services, Inc. #1**

Master Net Railcar Lease dated as of April 24, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Schedule No. 02 to Master Net Railcar Lease dated as of June 1, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Lease Extension Agreement No. 1 to Schedule No. 2, dated as of July 30, 2010, and effective as of September 1, 2010, between BBRX Four LLC and Superior Well Services, Inc.

### **Lease No. 4 - Superior Well Services, Inc. #2**

Master Net Railcar Lease dated as of April 24, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Schedule No. 03 to Master Net Railcar Lease dated as of October 17, 2006, between Babcock & Brown Rail Funding LLC and Superior Well Services, Inc.

Lease Extension Agreement No. 1 to Schedule No. 3, dated as of October 1, 2010, and effective as of December 1, 2010, between BBRX Four LLC and Superior Well Services, Inc.

**Lease No. 5 – Washington Mills Tonawanda, Inc.**

Master Net Railcar Lease, dated as of June 13, 2006, between Babcock & Brown Rail Funding LLC and The Exolon Company.

Schedule No. 01 to Master Net Railcar Lease dated as of June 13, 2006, between Babcock & Brown Rail Funding LLC and The Exolon Company.

Master Net Railcar Lease Assignment and Assumption Agreement, dated as of January 1, 2008, between The Exolon Company and Washington Mills Tonawanda, Inc..

Amendment and Lease Extension No. 1, dated as of May 12, 2008, effective as of September 1, 2008, between BBRX Four LLC and Washington Mills Tonawanda, Inc.

Amendment and Lease Extension No. 2 to Lease Schedule No. 1, dated as of July 2, 2010, effective as of September 1, 2010, between BBRX Four LLC and Washington Mills Tonawanda, Inc.

**Lease No. 6 – Tate & Lyle**

Master Net Railcar Lease dated as of March 14, 2006, between Babcock & Brown Rail Funding LLC and Tate & Lyle.

Schedule No. 01 to Master Net Railcar Lease dated as of March 14, 2006, between Babcock & Brown Rail Funding LLC and Tate & Lyle.

**Lease No. 7 – Kansas City Power & Light Company**

Master Full Service Railcar Lease dated as of October 3, 2006, between Babcock & Brown Rail Funding LLC and Kansas City Power & Light Company.

Schedule No. 01 to Master Full Service Railcar Lease dated as of October 3, 2006, between Babcock & Brown Rail Funding LLC and Kansas City Power & Light Company.

Lease Extension Agreement No. 1, dated as of November 16, 2009, and effective as of December 1, 2009, between BBRX Four LLC and Kansas City Power & Light Company.

Lease Extension Agreement No. 2, dated as of October 1, 2010, and effective as of December 1, 2010, between BBRX Four LLC and Kansas City Power & Light Company.

**Lease No. 8 – BNSF Railway Company #1**

Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company) and BNSF Railway Company.

Schedule No. 01 to Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company) and BNSF Railway Company.

Lease Extension and Amendment to Schedule No. 1, dated as of October 6, 2010, and effective as of September 15, 2010, between BBRX Four LLC (as assignee of Greenbrier Leasing Company) and BNSF Railway Company.

Assignment and Assumption Agreement, dated as of October 18, 2006, between Greenbrier Leasing Company and Babcock and Brown Rail Funding LLC.

Lease No. 9 – BNSF Railway Company #2

Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company) and BNSF Railway Company.

Schedule No. 02 to Master Full Service Railcar Lease dated as of October 12, 2006, and effective as of August 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company) and BNSF Railway Company.

Assignment and Assumption Agreement, dated as of October 18, 2006, between Greenbrier Leasing Company and Babcock and Brown Rail Funding LLC.

Lease No. 10 – Coors Brewing Company

Lease Agreement dated as of May 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Coors Brewing Company.

Schedule No. 1 dated as of May 1, 2006, by and between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Coors Brewing Company.

Assignment and Assumption Agreement dated as of November 10, 2006, between Greenbrier Leasing Company LLC and Babcock and Brown Rail Funding LLC.

Amendment No 1 to Lease Schedule No. 1 dated as of December 29, 2007, effective May 1, 2006, between Babcock & Brown Rail Funding LLC and Coors Brewing Company.

Lease No. 11 – Hudson Baylor Corporation

Lease Agreement dated as of November 1, 2006, between Babcock & Brown Rail Funding LLC and Hudson Baylor Corporation.

Schedule No. 1 dated as of November 1, 2006, between Babcock & Brown Rail Funding LLC and Hudson Baylor Corporation.

Lease No. 12 – National Cement Company of Alabama, Inc. #1

Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.



Schedule No. 1 to Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Amendment No. 1 to Lease Schedule No. 1 dated as of January 15, 2007, effective as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Assignment and Assumption Agreement, dated as of March 15, 2007, between Greenbrier Leasing Company LLC and Babcock and Brown Rail Funding LLC.

Lease No. 13 – National Cement Company of Alabama, Inc. #2

Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Schedule No. 2 to Master Full Service Railcar Lease dated as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Amendment No. 1 to Lease Schedule No. 2 dated as of January 15, 2007, effective as of July 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and National Cement Company of Alabama, Inc.

Assignment and Assumption Agreement, dated as of March 15, 2007, between Greenbrier Leasing Company LLC and Babcock Rail Funding LLC.

Lease No. 14 – Excalibur Minerals LLC (f/k/a Excalibar Minerals Inc.)

Master Full Service Railcar Lease dated as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Excalibar Minerals LLC (f/k/a Excalibar Minerals Inc.).

Schedule No. 01 to Master Full Service Railcar Lease dated as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Excalibar Minerals LLC (f/k/a Excalibar Minerals Inc.).

Lease Amendment No. 01 dated as of January 22, 2007, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC (as assignee of Greenbrier Leasing Company LLC) and Excalibar Minerals LLC.

Assignment and Assumption Agreement, dated as of January 29, 2007, and effective as of June 1, 2006, between Babcock & Brown Rail Funding LLC and Greenbrier Leasing Company.

Assignment and Assumption Agreement, dated as of January 31, 2007, between Greenbrier Leasing Company LLC and Babcock and Brown Rail Funding LLC

**Lease No. 15 – Calfrac Well Services Corp. #1**

Master Full Service Railcar Lease dated as of September 1, 2006, by and between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Schedule No. 2 to Master Full Service Railcar Lease, dated as of September 1, 2006, between Babcock and Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Amended and Restated Schedule No. 2 to Master Full Service Railcar Lease dated as of January 2, 2007, and effective September 1, 2006, between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Assignment and Assumption of Babcock Master Full Service Master Lease, dated as of December 21, 2007, between Harwest Industrial Minerals Corporation and Pure Energy Services (USA), Inc.

Assignment and Assumption of Master Full Service Railcar Lease, dated as of August 14, 2009, between Pure Energy Services (USA), Inc., and Calfrac Well Services Corp.

**Lease No. 16 – Calfrac Well Services #2**

Master Full Service Railcar Lease dated as of September 1, 2006, between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Amended and Restated Schedule No. 1 to Master Full Service Railcar Lease dated as of January 2, 2007, and effective as of September 1, 2006, between Babcock & Brown Rail Funding LLC and Harwest Industrial Minerals Corporation.

Assignment and Assumption of Babcock Master Full Service Master Lease, dated as of December 21, 2007, between Harwest Industrial Minerals Corporation and Pure Energy Services (USA), Inc.

Assignment and Assumption of Master Full Service Railcar Lease, dated August 14, 2009, between Pure Energy Services (USA), Inc., and Calfrac Well Services Corp.

## **STORAGE AGREEMENTS**

### **Storage Agreement No. 17 Texas Northwestern Railway Company**

Railcar Storage Agreement, dated as of May 12, 2010, between Texas Northwestern Railway Company and BBRX Four LLC.

### **Storage Agreement No. 18 CM&P Consultants**

Railcar Storage Contract, dated as of May 21, 2010, between CM&P Consultants and BBRX Four LLC.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

11/15/10



\_\_\_\_\_  
Robert W. Alvord